

# Securities Dealing Policy

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**Carbon Revolution Limited (the Company)**

**ACN 128 274 653**

Adopted by the Board on 17 November 2021

## 1 What is this Policy about?

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The purpose of this Policy is to:

- ensure that public confidence is maintained in the reputation of the Company and its related bodies corporate (together, **the Group**), the directors and employees of the Group and in the trading of the Company's securities;
- explain the Company's policy and procedures for the buying and selling of securities to assist the Group's directors and employees; and
- recognise that some types of dealing in securities are prohibited by law.

The Company will take a substance over form approach and will have regard to the intent and spirit of this Policy when applying and enforcing it.

## 2 Who must comply with this Policy?

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This Policy applies to all directors of the Company (**Directors**), employees of the Group and any contractors engaged by the Group from time to time (collectively, **Employees**).

Employees must also take steps in relation to dealings by their "Connected Persons". See section 3.12 for further information.

## 3 Dealing restrictions

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### 3.1 No dealing while in possession of Inside Information

Employees must not deal in the Company's securities if:

- they are aware of Inside Information in relation to the Company; or
- the Company has notified Employees that they must not deal in securities (either for a specified period, or until the Company gives further notice).

**Inside Information** is information that:

- is not generally available to the market; and
- if it were generally available to the market, a reasonable person would expect it to have a material effect (upwards or downwards) on the price or value of a security.

Inside Information may include matters of supposition, matters that are not yet certain and matters relating to a person's intentions.

Section 5 contains further details regarding the scope of the insider trading laws.

### 3.2 The Front Page Test

It is important that public confidence in the Group is maintained. It would be damaging to the Group's reputation if the market or the general public perceived that Employees might

be taking advantage of their position in the Group to make financial gains (by dealing in securities on the basis of Inside Information).

As a guiding principle, Employees should ask themselves:

*If the market was aware of all the current circumstances, could I be perceived to be taking advantage of my position in an inappropriate way? How would it look if the transaction were reported on the front page of the newspaper? (The **Front Page Test**)*

If the Employee is unsure, he or she should consult the Company Secretary.

Where any approval is required for a dealing under this Policy, approval will not be granted where the dealing would not satisfy the Front Page Test.

### 3.3 No dealing in blackout periods

Employees must not deal in Company securities during any of the following blackout periods:

- the period from the close of trading on the ASX on the date that is two weeks before 30 June each year until the day following the announcement to ASX of the full-year results;
- the period from the close of trading on the ASX on the date that is two weeks before 31 December each year until the day following the announcement to ASX of the half-year results; and
- any other period that the Board specifies from time to time.

In addition, for so long as the Company is required to lodge quarterly reports, the following periods are also blackout periods:

- the period from the close of trading on the ASX on the date that is two weeks before 30 September each year until the day following the announcement to ASX of the first quarter results; and
- the period from the close of trading on the ASX on the date that is two weeks before 31 March each year until the day following the announcement to ASX of the third quarter results.

### 3.4 Exceptional circumstances

If an Employee needs to deal in securities during a blackout period due to exceptional circumstances and is **not** in possession of any Inside Information, then, they may apply for approval to deal. Exceptional circumstances are likely to include severe financial hardship or compulsion by court order.

Approval to deal will only be granted if the Employee's application is accompanied by sufficient evidence (in the opinion of the person providing clearance) that the dealing is the most reasonable course of action available in the circumstances.

Unless otherwise specified in the notice, any dealing permitted under this section 3.4 must comply with the other sections of this Policy (to the extent applicable).

### 3.5 Approval required for dealing outside blackout periods

- (a) During any period that is not a trading blackout period under section 3.3, Employees must, prior to any proposed dealing, seek approval for the proposed dealing in the Company's securities.

- (b) There are certain times during the year when approval under this Policy is more likely to be granted. These are the 4 week periods immediately following:
- (1) the day after release of the Company's full-year results; and
  - (2) the day after release of the Company's half-year results; and
  - (3) for so long as the Company is required to lodge quarterly reports, the day after release of the Company's quarterly results.

Employees who wish to seek approval to trade under this Policy are encouraged to do so during these periods. Trading at any time (even if approval has been obtained under this Policy) remains subject to the insider trading prohibition in the Corporations Act.

### 3.6 Requests for approval process

- (a) Requests for approval under 3.4 or 3.5 should be submitted to the Company Secretary or the Company Secretary's delegate. The Company Secretary or its delegate will forward requests to the following persons for approval as follows:
- (1) the CEO (in the case of direct reports to the CEO);
  - (2) the Chair of the Board (in the case of the CEO or other Directors);
  - (3) the Chair of the Audit and Risk Committee (in the case of the Chair of the Board).

In all other cases, the Company Secretary (or its delegate) is the relevant approver.

- (b) A request for approval to deal will be answered as soon as practicable. The approver, having consulted with members of management as appropriate, may:
- (1) grant or refuse the request;
  - (2) impose conditions on the dealing in their discretion.
- (c) The approver is not obliged to provide reasons for any aspect of their decision, and may revoke their approval at any time. If a request is not approved or an approval is revoked, that fact must be kept confidential.
- (d) Following receipt of approval to deal, the approved dealing must occur within 2 business days following approval (or such other time specified in the approval), otherwise the approval is no longer effective and fresh approval must be sought.
- (e) Approval under this Policy is not an endorsement of the dealing. Personnel are responsible for their own compliance with the law.

### 3.7 No short-term or speculative dealing

Directors and direct reports to the CEO must not deal in the Company's securities on a speculative or short-term trading basis.

Other Employees must not deal in the Company's securities on a speculative or short-term trading basis where the value of the dealing will be \$10,000 AUD or more.

Short-term trading includes buying and selling securities on market within a 3 month period, and entering into other short-term dealings (for example, forward contracts). Selling shares received following the vesting of entitlements under an employee,

executive or director equity plan within 3 months of the vesting date is not a short-term dealing.

### **3.8 Margin lending arrangements**

- (a) Approval must be obtained in accordance with the procedure set out in section 3.6 for any:
  - (1) entering into a margin lending arrangement in respect of the Company's securities; and
  - (2) transferring securities in the Company into an existing margin loan account.
- (b) The Company may, at its discretion, make any approval granted in accordance with section 3.8(a) conditional upon such terms and conditions as the Company sees fit (for example, with regard to the circumstances in which the Company's securities may be sold to satisfy a margin call).

### **3.9 Hedging of Company securities**

Hedging includes entering into any arrangements that operate to limit the economic risk associated with holding the Company's securities.

Company securities acquired under an employee, executive or director equity plan operated by the Company must never be hedged prior to vesting.

Company securities must never be hedged while they are subject to a holding lock or restriction on dealing under the terms of an employee, executive or director equity plan operated by the Company.

Approval must be obtained in accordance with the procedure set out in section 3.6 for any other hedging arrangement in respect of Company securities.

### **3.10 Dealing in other companies' securities**

Employees may come into possession of Inside Information regarding another company where they are directly involved in client relationship management or negotiating contracts. For example, where a person is aware that the Group is about to sign a major agreement with another company.

Employees must not deal in the securities in another company if they are aware of Inside Information in relation to that company, no matter how they came into possession of the Inside Information.

If you are in any doubt, consult with the Company Secretary.

### **3.11 Directors – confirmation of trade required**

Following any trade, Directors must promptly notify the Company Secretary, ideally by close of business on the day the trade is entered into. This is to assist the Company to comply with its disclosure obligations under the ASX Listing Rules.

### **3.12 Connected Persons**

Employees must take appropriate steps to ensure that their "Connected Persons" only deal in securities in circumstances where the Employee to whom they are connected

would be permitted to deal under this Policy. For example, by obtaining clearance in accordance with this Policy in respect of the Connected Persons' dealings.

**Connected Persons** are:

- a family member who may be expected to influence, or be influenced by, the Employee in his or her dealings with the Company or Company securities (this may include the Employee's spouse, partner and children, the children of the Employee's partner, or dependants of the Employee or the Employee's partner); and
- a company or any other entity which the Employee has an ability to control.

## 4 Excluded Dealings

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Sections 3.3, 3.5 and 3.7 of this Policy do not apply to:

- (a) participation in an employee, executive or director equity plan operated by the Company. However, where securities in the Company granted under an employee, executive or director equity plan cease to be held under the terms of that plan, any dealings in those securities must only occur in accordance with this Policy;
- (b) the following categories of trades:
  - acquisition of Company securities through a dividend reinvestment plan;
  - acquisition of Company securities through a share purchase plan available to all retail shareholders;
  - acquisition of Company securities through a rights issue
  - acquisition of Company securities through an exercise of Rights under an employee, executive or director share plan operated by the Company; and
  - the disposal of Company securities through the acceptance of a takeover offer, scheme of arrangement or equal access buy-back;
- (c) dealings that result in no effective change to the beneficial interest in the securities (for example, transfers of Company securities already held into a superannuation fund or trust of which the Employee is a beneficiary);
- (d) trading under a pre-approved non-discretionary trading plan, where the Employee did not enter into the plan or amend the plan during a blackout period, the plan does not permit the Employee to exercise any influence or discretion in relation to trading under the plan and the plan cannot be cancelled during a blackout period, other than in exceptional circumstances; and
- (e) a disposal of securities of the Company that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement.

However, given such dealings **remain subject to the insider trading rules** in the Corporations Act, Employees should still consider any legal or reputational issues (and discuss any concerns they have with the Company Secretary) before proceeding with the dealing.

## 5 What are the rules about insider trading?

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Broadly speaking, the Corporations Act provides that a person who has Inside Information about a company must not:

- (a) buy or sell securities in a company, or enter in an agreement to buy or sell securities, or exercise options over securities, or otherwise apply for, acquire or dispose of securities (**deal**);
- (b) encourage someone else to deal in securities in that company; or
- (c) directly or indirectly provide that information to another person where they know, or ought to know, that that person is likely to deal in securities or encourage someone else to deal in securities of that company (**tipping**).

These restrictions apply to all securities, not just the Company's securities.

## 6 What happens if this Policy is breached?

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Breaches of this Policy will be regarded by the Company as serious and will be subject to appropriate sanctions.

Any person who is suspected of breaching this Policy may be suspended from attending the workplace on full pay pending the outcome of investigations into the alleged breach.

Any person who breaches this Policy could face disciplinary action (including forfeiture of securities and/or suspension or termination of employment).

Breaches of the insider trading laws have serious consequences for both the personnel concerned and the Company. Penalties under the Corporations Act include financial penalties and imprisonment.

## 7 Who should I contact?

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Employees should contact the Company Secretary if they are unsure about whether it is acceptable to deal or communicate with others in relation to the Company's securities or other securities or if they have any other queries about this Policy.